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JAMES L. PELLETIER
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LEON J. REYMOND, JR.
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New Orleans, Louisiana

June 21, 1991

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Mr. Donald R. Graham
Emergency & Remedial Response Division-RAB
United States Environmental Protection Agency
Region II
2890 Woodbridge Avenue
Edison, New Jersey 08837

Re: Request for Information Pursuant to
Section 104(e) of CERCLA
Walton's Farm Site
Delran Township, Burlington County,
New Jersey

Dear Mr. Graham:

This letter is in response to EPA Region II's Request for Information Pursuant to Section 104(e) of CERCLA to Mr. James R. Moffett, Chief Executive, Freeport-McMoRan, Inc. ("FMI"), dated April 25, 1991, and received on May 3, 1991.

Prior to setting forth FMI's answers, please note that the Request for Information was sent only to Freeport-McMoRan, Inc. and is being answered only on behalf of Freeport-McMoRan, Inc. Similarly, the request that FMI consult the documents in possession of FMI's subsidiaries is objectionable. FMI's subsidiaries are distinct legal entities.

June 21, 1991

Nonetheless, FMI is providing in this response the information in its possession related to the subject matter of the request. To obtain the information in this response, FMI has interviewed former FMI employees who may also have been Micronizer employees. Certain details of the Micronizer operations are known to these employees based on their duties for the Micronizer Company, not for FMI. This information is being provided in a spirit of cooperation.

It is important for EPA to recognize at this early juncture that there is no current interpretation of CERCLA under which FMI could be liable for the Walton's Farm site. The case law which deals with parent corporation liability arises under the "owner or operator" definition. Under CERCLA § 107(a), a party may be liable as the "owner and operator of ... a facility." 42 U.S.C. § 9607(a). The parent-subsidary case law deals with the issue of whether the parent corporation, through its control of the subsidiary, is the "owner or operator" of the subsidiary's facility. See, e.g., Joslyn Manufacturing Company v. T. L. James & Co., 893 F.2d 80 (5th Cir. 1990), cert. denied, 111 S.Ct. 1017 (1991) (parent corporation could only be liable for the contamination of its subsidiary's wood-treating plant based on a piercing of the corporate veil); United States v. Kayser-Roth Corp., 910 F.2d 24 (1st Cir. 1990), cert. denied, 111 S.Ct. 957 (1991) (parent corporation liable for contamination of its subsidiary's textile plant as an "operator" of that plant); Mobay Corp. v. Allied-Signal, Inc., 761 F.Supp. 345 (D.N.J. 1991) (parent corporation's motion for summary judgment denied in connection with its subsidiary's ownership and operation of an organic pigments facility). Importantly, even under the control test which has been used by the Department of Justice to reconcile Joslyn and Kayser-Roth, FMI would not be liable for a cleanup of The Micronizer Company's facility.¹

More important, however, these cases are inapposite with respect to liability for the Walton's Farm site. The Micronizer Company never "owned or operated" the Walton's Farm site, and therefore it is beyond dispute but that Freeport Sulphur never "owned and operated," the Walton's Farm site through its control over The Micronizer Company. In United States v. Northeastern Pharmaceutical & Chemical Company, Inc. (NEPACCO), 810 F.2d 726 (8th Cir. 1987), cert. denied, 108 S.Ct. 146 (1987), the court dealt with the issue of the liability of two officers of NEPACCO for the cleanup of a nearby farm site, the Denney Farm site, used for disposal of waste from the NEPACCO facility. This, of course,

¹ See Toxics Law Reporter 1109 (February 6, 1991) (report of U.S. opposition to certiorari in Joslyn and Kayser-Roth).

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PAGE 3

is exactly analogous to The Micronizer Company's generating materials that were disposed of at the Walton's Farm site. The NEPACCO court concluded that the individual defendants neither owned nor operated the Denney "facility":

In the present case, however, the place where the hazardous substances were disposed of and where the government has concentrated its cleanup efforts is the Denney farm site, not the NEPACCO plant. The Denney farm site is the "facility." Because NEPACCO, Lee and Michaels did not own or operate the Denney farm site, they cannot be held liable as the "owners or operators" of a "facility" where hazardous substances are located under CERCLA § 107(a)(1), 42 U.S.C. § 9607(a)(1).

810 F.2d at 743. Liability for offsite disposal therefore has to be based on a finding of personal "arrangement for disposal." See Id. at 743-44.

Thus, as will be shown in the attached information response, neither Freeport Sulphur nor FMI may be liable for the Walton's Farm site.

Yours very truly,



Robert E. Holden
Counsel for Freeport-McMoRan, Inc.

REH:ddt
Enclosure

cc: Patricia C. Hick, Esq.
Assistant Regional Counsel
U. S. Environmental Protection Agency
26 Federal Plaza
Room 309
New York, NY 10278

RESPONSE OF FREEPORT-McMoRAN, INC.

TO EPA's APRIL 25, 1991 CERCLA SECTION 104(e)

REQUEST FOR INFORMATION

WALTON'S FARM SITE

REQUEST NO. 1:

- a. State the correct legal name of your company.
- b. State the names and addresses of the president and/or the chairman of the board, or other presiding officers of your company.
- c. Identify the state of incorporation of your company and your company's agents for service of process in the state of incorporation and in New Jersey.

RESPONSE TO REQUEST NO. 1:

- a. Freeport-McMoRan Inc.
- b. Mr. James R. Moffett
Chairman of the Board
- c. Freeport McMoRan Inc. is a Delaware corporation.

Its agents for service of process are:

<u>Delaware</u>	The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801
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<u>New Jersey</u>	The Corporation Trust Company 28 West State Street Trenton, NJ 08608
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REQUEST NO. 2:

List all subsidiaries, affiliates, and parent companies of your company that have existed at any time since 1940. Include the names, addresses, place of incorporation of these parent, affiliate or subsidiary companies, as well as the

names and addresses of the agent for service of process in New Jersey for those companies still in existence. Include in this list The Micronizer Company, Micronizer Processing Incorporated, Freeport Sulphur Company, and Freeport Minerals Company.

RESPONSE TO REQUEST NO. 2:

The number of subsidiary and affiliate companies of Freeport-McMoRan Inc. ("FMI") and its predecessor companies which have existed at any time since 1940 in the course of FMI's global natural resource business amounts to more than 80. The information regarding the listing of all subsidiaries is not reasonably related to EPA's Request for Information in connection with the Walton's Farm Site, and is unduly burdensome. FMI therefore objects to such request. With respect to The Micronizer Company, Micronizer Processing Incorporated, Freeport Sulphur Company, and Freeport Minerals Company, Freeport responds as follows:

The Micronizer Company - Certificate of Incorporation filed Delaware, February 1, 1947. Certificate of dissolution filed Delaware, December 26, 1951. (Attached.)

Micronizer Processing Incorporated - In researching FMI's internal files, no record or reference of any kind has been located in respect of "Micronizer Processing Incorporated".

Freeport Sulphur Company - Certificate of Incorporation filed Delaware, September 30, 1913 for "Freeport Texas Company"; certificate amended in 1936 changing name from "Freeport Texas Company" to "Freeport Sulphur Company"; certificate amended April 26, 1971 changing name from "Freeport Sulphur Company" to "Freeport Minerals Company"; Freeport Minerals merged with Freeport-McMoRan Inc. effective April 1, 1990, and thereupon, the separate existence of Freeport Minerals Company ceased.

Freeport Minerals Company - Certificate of Incorporation filed Delaware January 11, 1971; certificate amended April 26, 1971 changing name from "Freeport Minerals Company" to "Freeport Sulphur Company". Freeport Sulphur Company is not qualified to do business in New Jersey and therefore does not retain an agent for service of process in New Jersey.

By way of clarification it should be noted from the above that the "Freeport Sulphur Company" to which the EPA's Request for Information relates, changed its name to Freeport Minerals Company on April 26, 1971. On the same day, a subsidiary of Freeport Sulphur Company, Freeport Minerals Company (incorporated in January, 1971), changed its name to Freeport Sulphur Company in order to permit the name "Freeport Sulphur Company" to continue to be owned by a

Freeport-affiliated organization. Also, as noted above, the Freeport Sulphur Company existing during the time period 1947-1951 subsequently changed its name to Freeport Minerals Company on April 26, 1971 and was merged out of separate corporate existence effective April 1, 1990, leaving Freeport-McMoRan Inc. as the surviving entity.

REQUEST NO. 3:

Please state whether your company or any of the companies listed in response to Question 2 currently or in the past have owned, operated, leased or maintained real property in Moorestown, New Jersey. Provide all relevant documentation, including leases, deeds or other materials which relate to such premises. Include in this answer the chemical processing activities conducted by The Micronizer Company at its Moorestown facility until that facility was sold in or about 1949.

RESPONSE TO REQUEST NO.3:

The Micronizer Company owned and operated a micronizing facility in Moorestown, New Jersey in the late 1940's. FMI is not in the possession of and is not aware of any relevant documentation regarding such premises. FMI has no information that would lead it to believe that it or any of its subsidiaries or affiliates owned or operated any other property in Moorestown, New Jersey.

REQUEST NO. 4:

Please describe the operations at the Moorestown, New Jersey processing facility prior to its sale.

RESPONSE TO REQUEST NO. 4:

The Micronizer plant in Moorestown, New Jersey, pulverized chemical compounds with a patented "micronizer" mill. The Micronizer plant conducted three basic operations:

- (1) The Micronizer Company produced and sold micronized sulphur,
- (2) It custom grinded pesticides and fungicides, and
- (3) It licensed "micronizer" mills.

Each of these operations is described below:

Sulphur Processing. The Micronizer Company bought sulphur and micronized it. The Micronizer Company compounded the micronized sulphur with wetting agents, packaged it and sold it as a fungicide. The Micronizer Company packaged the sulphur in the customer's containers, and those customers then resold the product under their own labels.

The Micronizer Company was operated as a completely independent company from its parent corporation, Freeport Sulphur Company. For example, Freeport Sulphur sold sulphur "FOB mines" (i.e., The Micronizer Company paid the freight

and assumed title at the mines). The price paid for the sulphur was at market rates. Freeport Sulphur Company did not give any discounts to The Micronizer Company. After processing, The Micronizer Company sold its compounded sulphur at negotiated rates to third party customers.

Pesticide Grinding. The Micronizer Company custom ground DDT, BHC (benzene hexachloride) and other pesticides. The Micronizer Company processed the pesticides for a flat processing fee of 10 cents per pound. The Micronizer Company never took title to these pesticides, before, during or after processing. Instead, the pesticides at all times belonged to The Micronizer Company's customers. The customers supplied formulation specifications for the end product, supplied all packaging and made all transportation arrangements.

Mill Licensing. The Micronizer Company purchased the assets of International Pulverizing Company, which previously owned the patent rights to the "micronizer" mill. The purchase included all of the tangible assets, including the Moorestown facility, and also the outstanding licensing agreements and patent rights to the micronizer mill. The Micronizer Company licensed the mill process for pulverization of titanium

dioxide, talc, graphite and procaine penicillin. The licenses were both domestic and foreign. Prior to entering into many of the licensing agreements, The Micronizer Company would conduct test runs for the respective licensee at the Moorestown facility.

REQUEST NO. 5:

What materials were generated, purchased, used, and/or handled at the Moorestown, New Jersey facility?

- a. During what years did your company generate, purchase, use, and/or handle these materials?
- b. What was the volume of these materials generated, purchased, used and/or handled by your company on an annual basis?

RESPONSE TO REQUEST NO. 5:

With respect to the materials generated, purchased, used, and/or handled at The Micronizer Company's Moorestown facility, please see the response to Request No. 4.

In response to Request No. 5 (a) and (b), FMI did not at any time generate, purchase, use, and/or handle any materials in connection with the Moorestown facility. The Micronizer Company generated, purchased, used, and/or handled the sulphur and pesticide materials described in response to Request No. 4 at all times that The Micronizer Company owned the Moorestown facility. Further, FMI is not aware of any records or other information about the volume of materials

generated, purchased, used and/or handled by The Micronizer Company at the Moorestown facility. However, former FMI employees estimate that, at most, The Micronizer Company may have purchased and processed several hundred tons of sulphur per year during its entire period of The Micronizer Company's ownership of the Moorestown facility. FMI has no estimate concerning the volume of pesticides or of test run materials processed at the Moorestown facility.

REQUEST NO. 6:

If material was disposed of somewhere other than on-site at the Moorestown, New Jersey facility, please provide the following information:

- a. names of all companies and facilities which you used to ship waste material off-site;
- b. a description of the waste materials involved, including specific types, total volumes, and general characteristics of the material shipped off-site;
- c. the location of the disposal site to which the material was shipped; and
- d. the dates/years such shipments occurred.

RESPONSE TO REQUEST NO.6:

FMI has no information about Walton's Farm Site. When The Micronizer Company acquired the Moorestown facility, former employees recollect that there was apparently an on-going disposal and/or hauling arrangement with an unknown third party. This unknown third party was not an employee of The Micronizer Company and apparently handled all waste generated

at the facility, independently selecting and arranging for disposal.

The Micronizer Company generated trash and garbage, sweepings, empty containers, and plant cleanup materials, including office trash. This waste could have included or sometimes included off-specification materials and losses from sulphur and pesticide processing, and from occasional test runs for licensing purposes. With respect to the custom grinding of pesticides, The Micronizer Company had to account to its customers on a weight basis for any processing losses, and thus any such losses were small. FMI has no information about the total volumes of waste generated by The Micronizer Company.

FMI has no information about the location of any disposal site to which any material from The Micronizer Company's Moorestown facility was shipped.

The Micronizer Company disposed of such wastes during its period of operation of the Moorestown facility.

REQUEST NO. 7:

List the names of all employees of your company who were responsible for arranging for off-site waste disposal at any time within the scope of their employment for your company at the Moorestown facility.

RESPONSE TO REQUEST NO. 7:

There were no employees of FMI who were responsible for arranging for off-site waste disposal at any time within the scope of their employment for FMI at the Moorestown facility. Answering further with respect to information that FMI had obtained about The Micronizer Company's operations, Mr. Albert Hobbie was the plant operations manager for The Micronizer Company, and could be in a position to provide information on such arrangements. Mr. Hobbie's whereabouts are unknown.

REQUEST NO. 8:

Identify any other person (including a company, individual, partnership, etc.) having knowledge of the facts relating to the generation and/or disposal of hazardous substances, hazardous wastes and/or "CERCLA waste material" identified in response to questions above in regard to the Moorestown facility. For each person identified, provide the information requested in Instruction 5.

RESPONSE TO REQUEST NO. 8:

FMI has prepared this response based in part on interviews with:

Mr. Robert C. Hills
FOIA (b)(6)

and

Mr. Maurice F. Dufour
FOIA (b)(6)

Mr. Hills was the President of The Micronizer Company and during the relevant time period also was the assistant to the President of Freeport Sulphur Company. Mr. Dufour was the Vice President and general manager of The Micronizer Company, and also was an employee of Freeport Sulphur Company, during that time.

REQUEST NO. 9:

Provide a copy of each document which relates to the disposal of all hazardous substances, hazardous wastes and/or "CERCLA waste material" identified in response to questions above in regard to the Moorestown facility. If you are unable to provide a copy of any document, then provide the information requested in Instruction 8.

RESPONSE TO REQUEST NO. 9:

FMI has no such documents. On information and belief, FMI believes the processing records and perhaps other documents of The Micronizer Company were left at the Moorestown facility when it was sold.

REQUEST NO. 10:

Submit a copy of any lease, contract, permit or other written agreement relating to the generation, handling, transport and/or disposal of all hazardous substances, hazardous wastes and/or "CERCLA waste material" at your company's Moorestown, New Jersey facility.

RESPONSE TO REQUEST NO. 10:

FMI does not have and has not had a facility in Moorestown. FMI has no documents relating to any lease, contract, permit or other written agreement relating to the generation,

handling, transport and/or disposal of hazardous substances at The Micronizer Company's Moorestown facility.

REQUEST NO. 11:

Has any employee or agent of your company's Moorestown facility ever disposed or transported or arranged for the disposal or transportation of any of the following materials at the Walton's Farm Site:

	Yes	No
a. any hazardous waste?	_____	_____
b. any hazardous substance?	_____	_____
c. any highly corrosive, volatile or ignitable material?	_____	_____
d. any liquids of any type?	_____	_____
e. any solid material of any type?	_____	_____
f. any sludges of any type?	_____	_____
g. any pesticides, pesticide wastes, byproducts or mixtures?	_____	_____
h. any pharmaceuticals, pharmaceutical waste byproducts or mixtures?	_____	_____
i. any other chemicals, chemical waste or byproducts?	_____	_____
j. any off-spec products?	_____	_____
k. any mixtures containing metals of any type?	_____	_____
l. any material in or poured from bags or containers?	_____	_____
m. any waste material of any type?	_____	_____
n. any material of any type?	_____	_____

RESPONSE TO REQUEST NO. 11:

This question is inapplicable to FMI. FMI does not have and has never had a facility in Moorestown. Furthermore, FMI has no information regarding the disposal of any material by The Micronizer Company at the Walton's Farm Site.

REQUEST NO. 12:

If any of the answers to the inquiries in question 8 is "yes" please answer the following:

- a. Estimate the total amount of that waste material generated by your company which was disposed or treated at the site by filling in the information requested below. If the answer for any of these items is zero, write "none" on the line provide.

Liquid waste:	_____	gal.
Waste in solid form:	_____	pounds
Total No. of Truckloads to site:	_____	
Total volume of waste to site:	_____	
Total weight of waste to site:	_____	pounds
List the years your company disposed of material at the site:	_____	

- b. details concerning transportation of materials to the site;
- c. dates/years during which the activity occurred; and
- d. any other information, including names of people having information, regarding the disposal or transportation.

RESPONSE TO REQUEST NO. 12:

Not applicable.

REQUEST NO. 13:

Did you dispose of material for any other companies at the Walton's Farm Site? If so, please answer the following:

- a. the names of the companies for which material was disposed;
- b. details concerning the transportation of the materials to the site;
- c. dates/years during which the activity occurred;

- d. names of persons within the companies who were contacted by agents or employees of your company in relation to the activities; and
- e. any other information, including names of people having information, regarding the disposal or transportation.

RESPONSE TO REQUEST NO. 13:

FMI did not dispose of any material for itself or any other companies at the Walton's Farm Site. Answering further with respect to information that FMI has obtained about The Micronizer Company's operations, because The Micronizer Company did not have title to the processed pesticides, the possible disposal of pesticide process losses by The Micronizer Company may have constituted the disposal of material for "other companies." However, FMI has no information that any material from The Micronizer Company was disposed of at the Walton's Farm Site. Answering further, The Micronizer Company ground DDT for Pittsburgh Plate Glass and other companies, and BHC for Rohm and Haas. All of the information FMI has with respect to 13 (b) through 13 (e) is set forth above.

REQUEST NO. 14:

Do you have any reason to believe that any material of any type generated or possessed by or located at your company's Moorestown facility was ever disposed of at the Walton's Farm Site? If so, please provide the following:

- a. details concerning disposal of materials at the site;
- b. quantities and types of material disposed;
- c. dates/years during which disposal occurred; and

- d. any other information, including names of people having information, regarding this question.

RESPONSE TO REQUEST NO. 14:

FMI does not have and has never had a facility in Moorestown. FMI has no reason to believe that any waste generated at The Micronizer Company's Moorestown facility was disposed of at the Walton's Farm Site.

REQUEST NO. 15:

Do you have information that any material from other facilities were disposed of at the Walton's Farm Site? If so, please provide the following:

- a. details concerning disposal of materials at the site;
- b. quantities and types of material disposed;
- c. dates/years during which disposal occurred; and
- d. any other information, including names of people having information, regarding this question.

RESPONSE TO REQUEST NO. 15:

FMI has no information about any disposal of waste materials at the Walton's Farm Site.

REQUEST NO. 16:

What relationship did your company's Moorestown facility have with Mr. Henry Walton?

- a. Was Mr. Walton ever employed by your company at the Moorestown facility?
- b. If so, in what capacity?
- c. Was part of Mr. Walton's job with the facility disposal of waste products?

RESPONSE TO REQUEST NO. 16:

FMI does not have and has never had a facility in Moorestown.
FMI has no information on any relationship between The
Micronizer Company and Mr. Henry Walton.

REQUEST NO. 17:

Did any employee ever contact Henry Walton regarding disposal
of above-mentioned waste products at the site or anywhere
else?

If so, please provide the following:

- a. details concerning the arrangements made for disposal;
- b. quantities and types of material disposed;
- c. dates/years during which disposal occurred; and
- d. any other information, including names of people having
information, regarding this question.

RESPONSE TO REQUEST NO. 17:

FMI has no information to suggest that any FMI employee ever
contacted Henry Walton regarding disposal of waste products.
FMI has no information about whether any of the employees of
The Micronizer Company ever contacted Mr. Henry Walton.

REQUEST NO. 18:

Please supply any additional information which may help EPA
to identify sources who disposed of hazardous substances,
hazardous wastes and/or "CERCLA waste material" at the site.

RESPONSE TO REQUEST NO. 18:

FMI has no such information, other than provided above in
response to other information requests.

REQUEST NO. 19:

State the name(s), address(es), telephone number(s), title(s), and occupation(s) of the person(s) answering this "Request for Information" and state whether such person(s) has personal knowledge of the answers. In addition, identify each person who assisted in any manner in responding to the "Request for Information" and specify the question to which each person assisted in responding.

RESPONSE TO REQUEST NO. 19:

Mr. Robert C. Hills FOIA (b)(6)	Questions 3-18 & 20
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Mr. Maurice F. Dufour FOIA (b)(6)	Questions 3-18 & 20
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Roy Fausset, Esq. Senior Attorney Freeport-McMoRan, Inc. 1615 Poydras Street New Orleans, LA 70161	Questions 1 & 2
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Robert E. Holden, Esq. Scott C. Seiler, Esq. Liskow & Lewis One Shell Square, 50th Floor New Orleans, LA 70139 Attorneys for Freeport-McMoRan, Inc.	All questions
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To the extent of their recollection, Mr. Hills and Mr. Dufour provided information based on their personal knowledge. Mr. Fausset is in-house counsel for Freeport-McMoRan, Inc. Mr. Holden and Mr. Seiler are outside legal counsel for Freeport-McMoRan, Inc. and have no personal knowledge of any facts relating to the Moorestown facility or the Walton's Farm Site.

REQUEST NO. 20:

At your option, provide on a separate sheet of paper any other information which you feel would clarify waste disposal or treatment practices at the site by your company or any other industries or haulers which used the site for industrial or chemical waste disposal or treatment.

RESPONSE TO REQUEST NO. 20:

FMI did not have any waste disposal or treatment practices at the site. It has no further information about waste disposal or treatment practices by The Micronizer Company or any other industries or haulers.

125635rehd

29310.0020

EPA Request for Information

Walton's Farm Site

CERTIFICATION OF ANSWERS TO THE REQUEST FOR INFORMATION

I hereby affirm and certify under penalty of perjury that the following facts are true to the best of my knowledge and belief:

- a. That I have personally examined and am familiar with all the information provided herein in response to the EPA Request for Information;
- b. That all the answers contained herein are true, complete, and accurate to the best of my information and belief; and
- c. That in the preparation of the responses contained herein counsel for Freeport-McMoRan, Inc. have contacted and discussed the issues contained in the EPA Request for Information with all present and former employees and agents of the company whom Freeport-McMoRan, Inc. has reason to believe may have been familiar with any information concerning the Walton's Farm Site and with any of the issues and questions contained in this Request.

I am aware that substantial fines and penalties, including imprisonment, exist for submitting false, misleading, or inaccurate information in response to this Request for Information.

Rene Latiolais
Senior Vice President
Freeport-McMoRan, Inc.
1615 Poydras Street
New Orleans, LA 70161
(504) 582-4000

Rene L. Latiolais
Date: June 20, 1991

Notary: [Signature]

My commission expires: AT DEATH.

130150rehd
29310.0020 BRAINERD S. MONTGOMERY
Elected hereon is my Orleans Parish,
State of La. Notary Public Seal
My Commission is issued for life.



State of DELAWARE

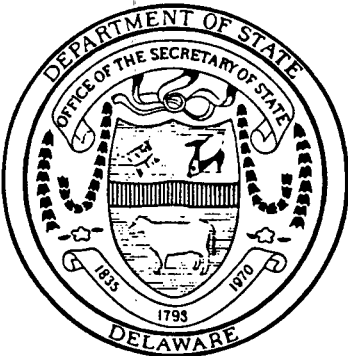


Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of _____ Incorporation _____

filed in this office on _____ February 1, 1947 _____



Michael Harkins

Michael Harkins, Secretary of State

BY: *P. P. Juffer*

DATE: _____ May 8, 1991 _____

THE MICRONIZER COMPANY.

FIRST: The name of the corporation is THE MICRONIZER COMPANY.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To produce, manufacture, purchase, lease or otherwise acquire, to take, hold, lease and own, to grind, process, treat, beneficiate and use, to mortgage, pledge, sell, lease, consign or otherwise dispose of, and to export, import, distribute, trade in, deal in or deal with, whether for its own account or for the account of others, insecticides, fungicides, fertilizers and other products used or useful in the agricultural field, chemicals, pharmaceuticals, paints, pigments, fuels, oil, gas, sulphur, hydrocarbons, metals and ores and concentrates thereof, and any other products used or useful in the industrial field, and all by-products of any of the aforementioned products, and all substances of which any of said products or by-products may be composed or from which they may be obtained, and all compounds, mixtures, materials and substances of which any of said products or by-products may be ingredients, and all other substances of every kind, character and description, or products and by-products, and all articles, materials and supplies used or useful in connection with the production, manufacture, storage, utilization, transportation, distribution, sale or other disposition of any of the foregoing.

To engage in any kind of manufacturing or mercantile business, to produce, manufacture, purchase or otherwise acquire, to take, hold, and own, to mortgage, pledge, lease, sell or otherwise dispose of, and to export, import,

distribute, trade in, deal in and deal with, whether for its own account or the account of others, goods, wares and merchandise of every class and description.

To carry on the business of mining in all its branches. To that end to purchase, locate, lease, or otherwise acquire mines, mining claims, mining rights, water rights, and lands and any interest therein, to prospect, explore, work, exercise, and develop the same, to extract or otherwise produce mineral substances of all kinds, and concentrate, smelt, refine, dress, and otherwise make the same marketable, and to sell, lease, or otherwise dispose of any of such mines, mining claims, mining rights, water rights, and lands and any interest therein and any products thereof.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or any colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of

the par value of each of such shares is Ten Dollars (\$10.00) amounting to the aggregate to Two Hundred Thousand Dollars (\$200,000).

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Genevieve M. McClean	205 East 9th Road Broad Channel Long Island, New York
Mary Jane Salmon	Shelton Hotel 49th St. & Lexington Avenue New York 17, New York
Dora V. T. Ware	209 East 16th Street New York 3, New York

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the

indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such lands or other obligations of the corporation for its corporate purposes.

To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, and to lend money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description, in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such States, Districts, Territories, Colonies or Countries.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

...tion, and may have to do to authorize the seal of the corporation to be placed on all papers which may require it. Such committee shall have the same or name as may be stated in the by-laws of the corporation, and shall be determined from time to time by resolution adopted by the board of directors.

And as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding given a stockholders meeting called for that purpose, or when authorized by the written consent of a majority of the voting stock issued and outstanding, to sell, lease, convey, or otherwise dispose of all of the property and assets of the corporation, including its franchises, upon such terms and conditions and for such considerations, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, an court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of a receiver or receivers appointed for this corporation under the provisions of Section 43 of the Revised Code of 1915 of said State, or on the application of a receiver or receiver appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, or the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or stockholders or class of stockholders of this corporation, as the case may be, shall approve any compromise or arrangement and to any reorganization of the

tion as consequence of such action or inaction
movement and the said corporation shall, in case
the said application has been made, be liable to the
creditors, and/or on all the stockholders or class of stockholders
in proportion, as the case may be, and on this corporation.

FIFTEENTH: Meetings of stockholders may be held without notice
thereof, if the by-laws so provide. The books of the corporation shall be
(except to any provision contained in the statutes) outside of the State
at such place or places as may from time to time be designated by the
Board of Directors.

SIXTEENTH: Each person serving as a director or officer (and his personal
representatives) shall be entitled to indemnification by the corporation against
all expenses reasonably incurred by him in connection with any claim, action, suit
or proceeding of any nature in which he may be involved, as a party or otherwise,
by reason of any action alleged to have been taken or omitted by him as such
director or officer, whether or not he continues to be such director or officer
at the time of incurring such expense. Such right of indemnification shall include
amounts paid or incurred (except to the corporation) in connection with compromises
or settlements, provided the total expense, including the cost of settlement, shall
not substantially exceed the expense which might reasonably have been incurred by
such director or officer in conducting such litigation to a final conclusion. The
foregoing right of indemnification shall not extend to matters as to which such
director or officer shall be adjudged in such action, suit or proceeding to have
been delinquent in the performance of his duty, nor to any case in which such in-
demnification shall be contrary to law, but shall not be exclusive of other rights
to which any director or officer may be entitled as a matter of law.

SEVENTEENTH: The corporation reserves the right to amend, alter, change
or repeal any provision contained in this certificate of incorporation, in the
manner now or hereafter prescribed by statute, and all rights conferred upon
stockholders herein are granted subject to this reservation.

STATE OF NEW YORK :

COUNTY OF NEW YORK :

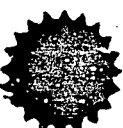
BE IT REMEMBERED, That on this 10th day of January, A. D. 1947, person
came before me, **CECILE P. FRITZ**, a Notary Public for the State of
New York, **GENEVIEVE M. McCLEAN, MARY JANE PALMON and BORA W. T. HARE**, all of the
parties to the foregoing certificate of incorporation, known to me personally to
be such, and severally acknowledged the said certificate to be the act and deed
of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

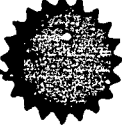
Cecile P. Fritz

CECILE P. FRITZ
Notary Public, State of New York
Residing in New York County
N.Y. On Feb. 10, 1947, Exp. Feb.
10, 1948

WE, THE UNDERSIGNED, being each of the incorporators
for the purpose of forming a corporation in pursuance of the laws of the
State of Delaware, do make this certificate, hereby declaring
certifying that the facts herein stated are true, and accordingly have
set our hands and seals this 28th day of January, A. D. 1947.

Genevieve M. McClean 

Mary Jane Salmon 

Mara V. L. Ware 



State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of _____ Dissolution _____

filed in this office on _____ December 26, 1951 _____



Michael Harkins

Michael Harkins, Secretary of State

BY: *P. Pfeiffer*

DATE: _____ May 8, 1991 _____

CERTIFICATE OF DISSOLUTION

OF

THE MICRONIZER COMPANY

* * *

THE MICRONIZER COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That all of the stockholders having voting power have consented in writing to the dissolution of the corporation, and that such consent in writing, signed by all of the stockholders having voting power, is attached hereto and made a part hereof.

SECOND: That the dissolution of said corporation was duly authorized in accordance with the provisions of Section 39 of the General Corporation Law of Delaware as amended.

THIRD: That the names and residences of the directors and officers of THE MICRONIZER COMPANY are as follows:

DIRECTORS

<u>NAMES</u>	<u>RESIDENCES</u>
M. F. Dufour	FOIA (b)(6)
R. C. Hills	FOIA (b)(6)
Pearson E. Neaman	FOIA (b)(6)
R. Kirby Shirley	FOIA (b)(6)
Thomas R. Vaughan	FOIA (b)(6)

UNANIMOUS CONSENT TO DISSOLUTION

OF

THE MICRONIZER COMPANY

THE UNDERSIGNED SUBSCRIBER, being the record owner and holder of all the outstanding stock having voting power of THE MICRONIZER COMPANY, a corporation organized and existing under the laws of the State of Delaware, deeming it advisable and most for the benefit of said corporation that the same should be forthwith dissolved, DOES HEREBY GIVE ITS CONSENT in writing to the dissolution of said THE MICRONIZER COMPANY pursuant to Section 39 of the General Corporation Law of Delaware, as amended, and does sign this consent to the end that it may be filed in the office of the Secretary of the State of Delaware.

WITNESS the signatures of its duly authorized officers and its corporate seal this 21st day of December, A.D. 1951.

FREEPORT SULPHUR COMPANY

By

Thomas R. Vaughan
Thomas R. Vaughan, Vice President

ATTEST:

Henry L. Pierson
Henry L. Pierson, Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 21st day of December, A.D. 1951, personally came before me, a Notary Public in and for the County and State aforesaid THOMAS R. VAUGHAN, Vice President of THE MICRONIZER COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Thomas R. Vaughan, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the foregoing consent to dissolution of said corporation has been signed by all of the stockholders having voting power; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Cecile P. Fritz

CECILE P. FRITZ
Notary Public for the State of New York
Qualified in New York County
No. 81-6420-00
Cert. Filed in N. Y. Co. Clk. Off.
Commission Expires March 30, 1962

Wells

Charles A. Wight

Langbourne M. Williams, Jr.

Lewis Road
Irvington, New York

156 East 78th Street
New York 21, New York

71 East 71st Street
New York 21, New York

OFFICERS

<u>NAMES</u>	<u>OFFICES</u>	<u>RESIDENCES</u>
H. C. Hills	President	FOIA (b)(6)
M. F. Infour	Vice President	FOIA (b)(6)
A. H. O'Neill	Vice President	FOIA (b)(6)
Thomas R. Vaughan	Vice President & Assistant Secretary	FOIA (b)(6)
H. C. Wells	Vice President & Treasurer	FOIA (b)(6)
H. L. Pierson	Secretary	FOIA (b)(6)

IN WITNESS WHEREOF, said THE MICRONIZER COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by THOMAS R. VAUGHAN, its Vice President, and H. L. PIERSON, its Secretary, this 21st day of December, 1951.

THE MICRONIZER COMPANY

By Thomas R. Vaughan
Thomas R. Vaughan, Vice President

By H. L. Pierson
H. L. Pierson, Secretary